

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE BANK OF NEW YORK, as
Indenture Trustee,

Plaintiff,

v.

TYCO INTERNATIONAL GROUP, S.A.,
TYCO INTERNATIONAL, LTD., and
TYCO INTERNATIONAL FINANCE
S.A.,

Defendants.

Docket No. 07 CV 4659 (SAS)

**NOTICE OF MOTION
TO DISMISS THE FIRST
AMENDED COUNTERCLAIMS**

Oral Argument Requested

PLEASE TAKE NOTICE THAT, upon the pleadings and papers in this matter and the accompanying memorandum of law, plaintiff The Bank of New York will move this Court before the Honorable Shira A. Scheindlin, at a date and time to be determined by the Court, for an order pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure granting The Bank of New York's motion to dismiss and dismissing, with prejudice, defendants' first amended counterclaims.

Counsel for The Bank of New York certify that, in compliance with the Court's individual rules and procedures, the parties have exchanged pre-motion letters.

Oral argument is requested.

The grounds for this motion are set forth in the accompanying memorandum of law.

Dated: January 7, 2008
New York, New York

Respectfully submitted,

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By: /s/ Kevin O'Brien

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